



**INDEPENDENT ELECTRICAL CONTRACTORS, INC.**  
**CORPORATE BYLAWS**

**ARTICLE I - NAME**

- Section 1. The name of the Association shall be Independent Electrical Contractors, Inc. The initials “IEC” may be used on stationery, emblems, etc., for brevity.
- Section 2. The principal office of the Association shall be determined by the Board of Directors. The Association may have such other offices as may from time to time be designated by the Board.

**ARTICLE II - PURPOSES**

The purposes of this Association shall be:

- A. To promote the common business interests of those engaged in the electrical construction industry.
- B. To consider and to deal with by all lawful means with common problems of management, distribution, employment and financial functions of the electrical construction industry; to foster cooperative action in advancing by all lawful means the common purposes of its members, and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency.
- C. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation, and to promote the common business interest of the industry.
- D. To cooperate with other like-minded industries and organizations.
- E. To encourage and foster safe working practices and conditions for the electrical construction industry.
- F. To conduct or engage in all lawful activities in furtherance of foregoing purposes.

**ARTICLE III - MEMBERSHIP**

- Section 1. Any person, firm or corporation engaged in the electrical construction industry is eligible to apply for active membership in this Association in one of the classifications set forth in Section 2 of this Article.

Section 2. Classes of Membership

- A. Contractor Member - A contractor presently engaged in the business of electrical construction, maintenance or repair, as governed by the National Electrical Code.
1. Chapter Member - A contractor who belongs to a Chapter.
  2. Member at Large - A contractor whose business is not within the confines of a chapter area.
- B. Associate Member - Any firm whose products and/or services are aligned or allied to the electrical contracting business. Associate Membership shall be in the name of the firm only; shall be without vote; and, shall be ineligible to hold national office.
1. National Associate - Any firm operating nationwide or in more than one chapter area.
  2. Chapter Associate - Any firm operating in a chapter area.
- C. Honorary Member - Membership awarded by the Board of Directors to any individual or firm who has rendered meritorious service to the Association. Honorary Membership shall be without vote and shall be ineligible to hold office.
1. Criteria to Become an Honorary Member:
    - has been a Contractor Member of IEC National for at least 10 consecutive years
    - has been a Contractor Member in good standing within two years of nomination
    - while a Contractor Member has exhibited extraordinary service and/or made significant contributions to the industry, his/her chapter, and/or National
    - has retired completely from the industry (not acting as a consultant)
    - chapter (or IEC National for Members-at-Large) must submit proposed Honorary Members to the Membership Committee to recommend to the Board for approval
    - each chapter (and IEC National for Members-at-Large) may have one Honorary Member and up to a maximum equal to no more than five percent of its active Contractor Member total.
  2. Benefits and Limitations of Honorary Members:
    - receive IEC INSIGHTS and other publications and communications at the discretion of IEC National and the applicable chapter
    - are invited to attend IEC meetings and events at the member price
    - have no voting rights at the National or chapter levels and cannot serve as voting members of committees or boards
    - may display the IEC logo but must include the words “Honorary Member”

- may not train apprentices in an IEC apprenticeship training program but may participate as a trainer, advisor, or faculty member
- pay no National or chapter dues as of the quarter following approval (if currently an active member)

D. Senior Active Member – Any individual whose company was a member in good standing of a chapter (or member at large) for at least ten years prior to change in class of membership and is not presently engaged in the business of electrical construction, maintenance and/or repair. Senior Active Members shall be ineligible to vote or hold office.

Those members having held the office of President shall be given all privileges for which they are eligible or have earned as outlined in the Manual of Procedures.

Section 3. Chapters: A chapter is a group of contractors chartered by the IEC National Board of Directors.

- A. Applications for charters are obtained after a group of [see Procedures Manual, Part III, Section C.1.] contractors make proper application in accordance with the Manual of Procedures.
- B. All members of an IEC Chapter must be a member of this Association.
- C. Any member of an IEC Chapter will automatically be a bona fide member of this Association provided National dues are current.

Section 4. Terms of Membership

- A. Duration of Membership - Membership in this Association shall be continuous unless terminated by voluntary withdrawal as herein provided, or otherwise pursuant to these Bylaws. All rights, privileges, and interests of a Member in or to the Association shall cease upon the termination of membership.
- B. Suspension and Expulsion - Any member may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interest of the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Board of Directors provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member and/or the Chapter office at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Chapter or member shall have the opportunity to appear in person and or be represented by counsel to present any defense to such charges before action is taken thereon.

## ARTICLE IV - DUES

- Section 1. The annual dues for each member of the Association shall be determined by the Board of Directors.
- Section 2. Initiation fees, dues and assessments for all members shall be recommended by the Executive Committee. Any change of the amounts of the same must be approved by a quorum at a meeting of the Board of Directors at any regular or special meeting or by mail ballot on thirty (30) days advance notice.
- Section 3. Time and Payment of Initiation Fees, Dues, and Assessments.
- The time and payment of initiation fees, dues, and assessments shall be determined by the Board of Directors. The Board of Directors shall also determine when said initiation fees, dues and assessments are delinquent.
- Section 4. Nonpayment of Dues and Assessments
- Nonpayment of dues and assessments in accordance with these Bylaws shall result in termination of membership and/or revocation of Charter. The Board of Directors may, at its discretion, however, extend the time for payment of such dues or assessments, providing proper application is made. The Board of Directors shall determine when a chartered entity shall be terminated for nonpayment of dues or assessments.

## ARTICLE V - HOUSE OF DELEGATES

- Section 1. Annual Meeting
- There shall be an annual meeting of the House of Delegates ordered by the Board of Directors, for an election of officers for the coming year, for receiving the annual reports, and the transaction of other business. This meeting shall be considered the Annual membership meeting. Notice of such meeting, signed by the Secretary (or other officer designated by the Board of Directors), shall be mailed and/or transmitted electronically to the last recorded address of each member at least forty-five (45) days before the time appointed for the meeting.
- Section 2. Special Meetings
- Special meetings of the House of Delegates may be called by the Board of Directors or shall be called by the President upon written request of twenty-five percent (25%) of the members of the House of Delegates. Notice of any special meeting shall be mailed and/or transmitted electronically to each member at his/her last recorded address at least forty-five days in advance, with a statement of time, place and information as to the subject or subjects to be considered.

Section 3. Quorum

A simple majority of the voting members registered for a regular or special meeting of the Association shall constitute a quorum, and in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. Composition

- A. Each Chapter shall select one (1) member in good standing to the House of Delegates plus one additional delegate for each additional hundred contractor members (101 to 200 = two delegates; 201-300 = three delegates; 301+ = four delegates). No Chapter shall have more than four (4) members of the House of Delegates.
- B. Members at Large who are Contractor Members in attendance at the Annual Meeting shall elect one (1) member to the House of Delegates.
- C. The National President shall be a member of the House of Delegates, preside at all meetings, and vote only in the event of a tie vote.
- D. On an annual basis, House of Delegates members may authorize past national presidents to serve as voting members of the House of Delegates.

Section 5. Term

Each member of the House of Delegates will serve a one (1) year term. Members of the House of Delegates may serve consecutive terms.

Section 6. Powers

The House of Delegates shall elect the officers of the Association at its annual meeting. At the meeting all members who vote must be present; there will be no proxy votes. To be eligible to vote, members must be current on all National dues. Payments must be received thirty (30) days before the annual meeting to be considered fully paid. The House of Delegates has the authority to amend the Bylaws as set forth in Article XII and to overturn a decision of the Board of Directors by a two-thirds (2/3) vote of the entire House of Delegates.

Section 7. The order of business at meetings shall be as follows:

- A. Call to Order
- B. Reading of Minutes of Previous Meeting
- C. Receiving Communications
- D. Reports of Officers
- E. Reports of Committees
  - a. Standing
  - b. Special
- F. Unfinished Business
- G. New Business
- H. Election of Officers
- I. Adjournment

Section 8. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in Robert's Rules of Order,

Newly Revised 10<sup>th</sup> edition, shall govern all deliberations, when not in conflict with these Bylaws.

Section 9. Removal

A vote of a majority of the House of Delegates shall be required to remove a member.

Section 10. Vacancies

Any vacancy shall be filled by the entity that elected the member whose position is vacant.

## ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents, as it may consider necessary. The Board of Directors can establish and adjust the geographic boundaries of the Regions.

Section 2. Composition

A. The Board of Directors shall be composed of the following voting members in good standing:

1. Two contractor members elected from each Region.
2. A Region that has at least twenty percent (20%) of IEC's total contractor membership shall be entitled to a third contractor member.
3. The five (5) Contractor Members of the Executive Committee
4. One (1) Industry Partner

B. One chapter staff executive and the IEC National EVP/CEO shall be considered non-voting members of the board.

C. Election of Regional Directors:

1. Each Region shall elect two (2) individuals to serve on the National Board of Directors who have served on their local Chapter Board or a National Committee for at least one (1) year. The number of National Board Members to be elected from each Region is dictated by the size of the Region (per Article VI, section 2 A). Each contractor member shall have one (1) vote, cast on his/her behalf by a designated chapter voting representative.
2. A Regional director may serve three (3) consecutive two-year terms.

D. Election of Industry Partner

1. A Platinum Partner is defined in the Manual of Procedures.

2. Platinum Partner Council shall consist of all Platinum Partners who shall elect, by a majority vote, the Platinum Partner to serve as the Industry Partner on the Board of Directors for a one-year term. The Platinum Partner may serve successive terms.
3. A vacancy is to be filled by a special conference call meeting of the Platinum Partners Council.

Section 3. Quorum

A quorum at a Board of Directors Meeting is two-thirds of the elected members of the Board of Directors. Any less number may adjourn from time to time until a quorum is present.

Section 4 Vacancies

Any vacancies that may occur on the Board of Directors by reason of death, resignation or otherwise, with the exception of officers, shall be filled by the Region in which the vacancy occurs.

Section 5. Removal

A majority vote of the Board of Directors shall remove a director if the director is not in good standing, misses two (2) Board meetings, or for other justifiable cause.

Section 6. Manual of Procedures

The Association shall adopt a manual of Procedures which shall establish methods and policies necessary to attain the requirements and objectives of the Association as outlined in the Bylaws provided such is not in conflict with same.

Section 7. Approval of and Amendments to the Manual of Procedures

Approval of and amendments to the Manual of Procedures shall be by a two-thirds (2/3) vote of a quorum of the Board of Directors.

## ARTICLE VII - OFFICERS

Section 1. The elective officers of the Association shall be President, Vice President, Secretary, Treasurer, and Immediate Past President. These officers shall be elected annually by the House of Delegates at the regular meeting held at the time of the Association's annual meeting. No two or more national offices may be held by the same person and no officer may serve as a National Committee chair.

Section 2. Election of Officers: Election shall be by fifty-one percent (51%) of the votes cast. Voting shall be as specified in Article V of these Bylaws.

- A. Seventy-five (75) days prior to the Annual Meeting, the Nominating Committee shall invite written nominations from the membership and submit a recommended slate of officers to the Secretary to provide to the membership at least forty-five (45)

days prior to the annual meeting. In addition to the Nominating Committee slate, nominations may be made by written petition. Such written petition is to be submitted to the current President 24 hours in advance of the scheduled election, and must be signed by at least 5: (1) Regional Directors; (2) House of Delegates Representatives, or (3) National officers in good standing. Eligibility of all nominations must be verified by the Board of Directors.

- B. Each of the elected officers shall be duly sworn in at the annual convention meeting and shall take office on January 1, of the year immediately following or until his/her successor is duly elected and takes office. Term of office shall be one year.

Section 3. Vacancies

A vacancy in any office may be filled for the balance of the term thereof by the Executive Committee at any regular or special meeting. In the event of more than one (1) vacancy, the positions must be filled by the Board of Directors.

Section 4. Removal

A vote of a majority of the Executive Committee shall be required to remove an elected officer if the officer is not in good standing, misses two (2) consecutive Executive Committee meeting, or for other justifiable cause.

Section 5. President

The President shall be the principal elective officer of the organization, shall be the primary spokesperson for the Association, and shall preside at meetings of the Association, the Board of Directors, the House of Delegates and the Executive Committee, and shall be a member with right to vote on all committees except the nominating committee. It is his/her responsibility to appoint all chairs and members of committees and replace same if the duties are not performed satisfactorily. He/she shall also, at the annual meeting of the House of Delegates of the Association and at such other times as he/she shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the Office of the President or as may be prescribed by the Board of Directors. The incoming President must have served at least one (1) year on the Executive Committee before his/her election. The President may serve two (2) consecutive one-year terms and must be an electrical contractor in good standing.

Section 6. Treasurer

The Treasurer may be delegated by the President to perform his/her duties in the event of his/her temporary disability or absence from meetings and shall have the primary responsibility to coordinate the functioning of all committees and other duties as the President or the Board of Directors may assign. The Treasurer may be elected to succeed to the office of President at the end of the term of the President or should that office become vacant. The Treasurer shall keep an account of all money received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the President and such other officers as the Board may prescribe, see that all sums are



deposited in the bank or banks, or trust companies, approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the President, and perform such other duties as are usual for such officials or as may be assigned. Funds may be drawn only upon the signature of persons approved by the Board. The funds, books, and vouchers in his/her hands shall always be subject to verification and inspection by the Board of Directors. The incoming Treasurer must have served at least one (1) year (a) on the Board of Directors, (b) in the House of Delegates, or (c) on a National Committee.

Section 7. Secretary

The Secretary shall perform such duties as are assigned by the President, by these Bylaws or at the direction of the Board of Directors of the Association and shall give notice of and attend all meetings of the Association and keep a record of all proceedings. The incoming Secretary must have served at least one (1) year (a) on the Board of Directors, (b) in the House of Delegates, or (c) as chairperson of a National Committee.

Section 8. Vice President.

The Vice President shall perform the duties as are assigned by the President and/or Board of Directors. The incoming Vice President must have served at least one (1) year (a) on the Board of Directors, (b) in the House of Delegates, or (c) as chairperson of a National Committee.

Section 9. Immediate Past President

The Immediate Past President shall perform the duties assigned by the President and/or Board of Directors and shall chair the Nominating Committee.

Section 10. Officers as such shall not receive compensation for their service as officers, but the Board of Directors may, by resolution, authorize reimbursement of expense incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expense by designated officers of the Association.

Section 11. At the direction of the Board of Directors, any officer, employee or agent of the Association shall furnish, at the expense of the Association, a fidelity bond, in such sum as the Board of Directors shall prescribe.

Section 12. The Executive Committee shall employ a salaried chief executive and operating officer who shall have the title of executive vice president or such other title as the Executive Committee shall from time to time designate. When the occasion arises, the President will appoint a search team for the hiring of a new Executive Vice President. The search team will be comprised of representation from each Region. The Executive Vice President's terms and conditions of employment shall be specified by the Executive Committee and the Executive Vice President shall have voice but no vote at all meetings of the association. The Executive Vice President shall be responsible for the management of the association in accordance with the budget, programs and policies established by the Board of Directors. The Executive Vice President shall employ all staff members and direct the activities of such staff. The Executive Vice President shall be responsible to the Board of Directors and the Executive

Committee. The Executive Vice President shall also act in the capacity of Corporation Secretary and be an officer of the Association.

#### ARTICLE VIII - COMMITTEES

Section 1. The President shall annually appoint such standing, special, or sub-committees as may be required by the Bylaws or as he/she may find necessary.

Section 2. Executive Committee

The Executive Committee shall consist of elected officers and the Executive Vice President Ex-Officio. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. A majority of the members shall constitute a quorum for the transaction of business. Meetings may be called by the President.

Section 3. Nominating Committee

At the conclusion of each Annual Meeting, the President-elect shall appoint a Nominating Committee to consist of the Immediate Past President, who shall serve as Chairman, an active Past President and three members in good standing. The Nominating Committee will consist of representation from each Region. If any one of these is unable to serve, the President-elect shall appoint a third member from the Board of Directors/House of Delegates.

The committee shall notify the Secretary, in writing, at least forty-five (45) days before the date of the annual meeting, of the names of the candidates it proposes and the Secretary shall mail or send electronically a copy thereof to the last recorded address of each member at least thirty (30) days before the annual meeting.

Section 4. Apprenticeship and Training Committee

The Apprenticeship and Training Committee shall be established and maintained according to bylaws approved by the Board of Directors. The committee shall maintain approved National Standards of Apprenticeship and an apprenticeship curriculum for use by members. The President shall appoint members of the committee according to the committee's bylaws.

#### ARTICLE IX - FISCAL YEAR

The fiscal year shall be determined by the Board of Directors.

#### ARTICLE X - INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all directors, officers, or employees or former directors, officers, or employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors, officers, or

employees of the Association, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duties and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. Indemnification, if granted, shall be limited to acts within the scope of the duties of one acting on behalf of the Association.

#### ARTICLE XI - DISSOLUTION

The association shall use its fund only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### ARTICLE XII - AMENDMENTS

Upon recommendation by the Board of Directors, these Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any meeting of the House of Delegates, or by a majority of those eligible (voting) members voting by mail ballot, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member of the House of Delegates at least thirty (30) days prior to the date of the meeting.

Adopted: October 13, 1977  
Amended: September 22, 1978  
Amended: September 27, 1979  
Amended: October 10, 1980  
Amended: September 30, 1982  
Amended: April 30, 1983  
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Amended: August 23, 1990  
Amended: August 31, 1991  
Amended: September 22, 1994  
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